

# EXHIBIT 2

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 10-Q

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☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For The Quarterly Period Ended December 31, 2004**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number 001-15951**

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**AVAYA INC.**

**A DELAWARE  
CORPORATION**

**I.R.S. EMPLOYER  
NO. 22-3713430**

**211 Mount Airy Road, Basking Ridge, New Jersey 07920  
Telephone Number 908-953-6000**

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined by 12(b)-2 of the Securities and Exchange Act of 1934). Yes ☒ No ☐

As of January 31, 2005, 480,014,273 common shares were outstanding.

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 10-Q**

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**For The Quarterly Period Ended March 31, 2005**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number 001-15951**

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**AVAYA INC.**

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Indicate by check mark whether the registrant is an accelerated filer (as defined by 12(b)-2 of the Securities and Exchange Act of 1934). Yes ☒ No ☐

As of April 30, 2005, 477,043,010 common shares were outstanding.

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